

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

SECURITIES INVESTOR PROTECTION
CORPORATION,

Plaintiff-Applicant,

v.

BERNARD L. MADOFF INVESTMENT
SECURITIES LLC,

Defendant.

Adv. Pro. No. 08-1789 (BRL)

SIPA Liquidation

**AFFIDAVIT PURSUANT TO LOCAL BANKRUPTCY RULE 9077-1 IN SUPPORT OF
ORDER SHORTENING NOTICE**

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

Marc Hirschfield, being duly sworn, hereby attests as follows:

1. I am an attorney at law admitted to the Bar of this Court and I am a partner at Baker & Hostetler LLP, counsel to Irving H. Picard, Esq. (the "Trustee"), as trustee for the liquidation of the business of Bernard L. Madoff Investment Securities LLC (the "Debtor").

2. I submit this Affidavit pursuant to Local Bankruptcy Rule 9077-1 in support of an Order Shortening Notice for a portion of the Trustee's Motion for the entry of orders (A) fixing the time, date and place for the bidding procedures hearing; (B)(i) establishing bidding procedures and bid protections in connection with the sale of certain assets related to the market making operations of the Debtor, (ii) establishing procedures in respect of the assumption and assignment of unexpired leases and executory contracts, (iii) approving the form and manner of notices, (iv) approving the asset purchase agreement (the "Agreement") subject to higher and

better offers and (v) setting a sale hearing date; (C)(i) approving the sale of certain assets of the Debtor free and clear of liens, claims and encumbrances, (ii) authorizing the assumption and assignment of certain unexpired leases and executory contracts and (D) granting related relief (the “Motion”).

3. I make this Affidavit based upon my own personal knowledge or upon information that I believe to be true.

4. All capitalized terms not defined herein have the meaning ascribed to them in the Motion.

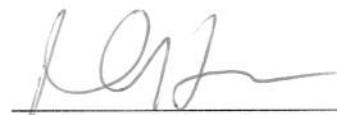
5. By the Motion, the Trustee is seeking orders approving (i) the bidding procedures and bidding protections for the sale of the Debtor’s market making operations described in the Motion (collectively, the “Bidding Procedures”) and (ii) the sale of these assets and the related assumption and assignment of certain unexpired leases and executory contracts, as described in the Motion. The Order Shortening Notice seeks only to shorten notice for that portion of the Motion relating to the Bidding Procedures.

6. A sale of the Assets to the Purchaser is necessary for the Trustee to comply with section 78fff(a) of the Securities Investor Protection Act, which section gives the Trustee an affirmative duty to sell potentially viable business units. The Sale Transaction is a key component of the Trustee’s overall liquidation program and will enable the Trustee to liquidate assets and maximize the value of the estate. In addition, the Purchaser has insisted that Bankruptcy Court approval of the Bidding Procedures be obtained promptly. Accordingly, the Trustee is moving by order shortening notice so the hearing on the Bidding Procedures can be heard as promptly as possible.

7. The Trustee is not seeking substantive relief in this Order Shortening Notice.

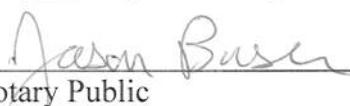
Rather, he is seeking to schedule a hearing to consider approval of the Bidding Procedures on shortened notice. The Trustee is prepared to provide notice of the Order Shortening Notice, this Affidavit and the Motion promptly after the signing of the Order Shortening Notice to: (i) the Securities Investor Protection Corporation, (ii) the Securities and Exchange Commission; (iii) the United States Attorney for the Southern District of New York (iv) all appropriate federal, state and local taxing authorities; (v) the Purchaser and (vi) via the ECF filing that will be made, to each person or entity that has filed a notice of appearance in this case. I submit that such notice is sufficient and no prejudice is likely to result if the Bidding Procedures are considered by the Court on an expedited basis. No previous application for similar relief has been made.

8. I submit that, under these circumstances, it is appropriate to move by order shortening notice rather than by notice of motion.



MARC HIRSCHFIELD

Subscribed and Sworn to before me
this 30th day of March, 2009



Notary Public